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TONLY ELECTRONICS HOLDINGS LIMITED

通力電子控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01249)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 17 APRIL 2014**

The Board is pleased to announce that the ordinary resolution for approving the Agreement, the terms and the transactions thereunder, together with the grant of the Specific Mandate was duly passed at the EGM held on 17 April 2014.

Reference is made to the notice of the EGM dated 17 March 2014 (the “EGM Notice”) and the circular of the Company of even date (the “Circular”) in relation to the ordinary Resolution (“Ordinary Resolution”) for approving the Agreement, the terms and the transactions thereunder, together with the grant of the Specific Mandate. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular.

The chairman of the EGM explained that voting be made by poll on the proposed Resolution. The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer of the vote-taking at the EGM.

The Board is pleased to announce that at the EGM, the Ordinary Resolution was duly passed by the Independent Shareholders by poll. The poll results in respect of the Ordinary Resolution was as follows:

ORDINARY RESOLUTION		Number of votes (%)	
		FOR	AGAINST
1.	(a) to approve, confirm and ratify the Agreement (as defined in the circular of the Company dated 17 March 2014 (the “Circular”)), the terms and the transactions thereunder;	90,503,158 (99.9999%)	100 (0.0001%)
	(b) to grant a specific mandate (the “Specific Mandate”) to the directors of the Company (the “Directors”) to issue and allot a total of 32,662,477 new share of HK\$1.00 each in the capital of the Company (the “Consideration Shares”);		
	(c) to approve the allotment and issue of 32,662,477 Consideration Shares, credited as fully paid, rank pari passu in all respect with all the existing shares then in issue, pursuant to the Specific Mandate; and		
	(d) to authorise any of the Directors to take any step and execute such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Agreement or the transactions contemplated thereby.		

As at the date of the EGM, the total number of the Company’s issued Shares was 133,316,234. In view of the interests of Mr. Ren Xuenong in the transactions contemplated under the Agreement as stated in the Circular, Mr. Ren Xuenong, who held 48,000 Shares, representing approximately 0.04% of the Company’s total number of issued Shares, was required to abstain and had abstained from voting on the Ordinary Resolution at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the Ordinary Resolution at the EGM was 133,268,234 Shares, representing approximately 99.96% of the Company’s total number of issued Shares. No parties had stated their intention in the Circular to vote against the Ordinary Resolution and there were no shares of the Company entitling the holders to attend and vote only against the Ordinary Resolution at the EGM.

As more than 50% of the valid votes cast were in favour of the Ordinary Resolution above, the Ordinary Resolution was duly passed.

On behalf of the
Board
YUAN Bing
Chairman

Hong Kong, 17 April 2014

As at the date of this announcement, the Board comprises YU Guanghui, SONG Yonghong and REN Xuenong as executive Directors, YUAN Bing and LEONG Yue Wing as non-executive Directors and POON Chiu Kwok, LI Qi and YOUNG Shiao Ming as independent non-executive Directors.